

No. 9-074A280

Date MAR 15 1979

Fee \$10.00

March 15, 1979

ICC Washington, D. C.

RECORDATION NO. 10057-A Filed 1425

Interstate Commerce Commission
Washington, D.C.

MAR 15 1979 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed for recordation under the provisions of 49 USC Section 11303(a), are the original and eight counterparts of a First Amendment to Equipment Lease dated as of September 30, 1978.

*

The general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: No. 7 Rail Car Leasing Company
P. O. Box 218
Chicago Heights, Illinois 60411

Lessee: Northern Indiana Public Service
Company
5265 Hohman Avenue
Hammond, Indiana 46320

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and six counterparts of the Equipment Lease to Gary Green, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

\$

Very truly yours,

NO. 7 RAIL CAR LEASING COMPANY

By

LESSOR AS AFORESAID

Enclosures

* The Equipment Lease dated as of September 30, 1978 to which the enclosed document is an amendment was recorded at 3:25 p.m. on January 26, 1979 and assigned Recordation Number 10057.

\$ A recordation fee in the amount of \$10.00 is enclosed herewith.

SCHEDULE A
(EQUIPMENT LEASE DATED AS OF SEPTEMBER 30, 1978)

DESCRIPTION OF ITEMS OF EQUIPMENT

MANUFACTURER:	Thrall Car Manufacturing Company
PLANT OF MANUFACTURER:	Chicago Heights, Illinois
DESCRIPTION OF EQUIPMENT:	110 Four Thousand Cubic Foot 100-Ton Capacity Unit Train Gondola Cars
SPECIFICATIONS:	GN-100-46-203
CAR NUMBERS:	NORX 922 through NORX 1031, both inclusive
APPROXIMATE LESSOR'S COST PER ITEM OF EQUIPMENT:	\$35,000
DELIVER TO:	Northern Indiana Public Service Company
PLACE OF DELIVERY:	Gary, Indiana
ESTIMATED DELIVERY DATE:	March, 1979
OUTSIDE DELIVERY DATE:	March 31, 1979
FIXED RENTAL PAYMENTS:	An amount per month equal to 0.82264% of the Lessor's Cost of each Item of Equipment

RECORDATION NO. 1057 A FILED

MAR 15 1979 - 8 00 PM

FIRST AMENDMENT TO
EQUIPMENT LEASE
Dated as of September 30, 1978 INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO EQUIPMENT LEASE, dated as of September 30, 1978 (the "First Amendment") is between NO. 7 RAIL CAR LEASING COMPANY, (the "Lessor") and NORTHERN INDIANA PUBLIC SERVICE COMPANY (the "Lessee").

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have entered into an Equipment Lease dated as of September 30, 1978 providing for the Lessor to lease and the Lessee to hire certain Equipment described in Schedule A thereto; and

WHEREAS, said Schedule A does not correctly state the identification marks on such Equipment;

NOW, THEREFORE, in consideration of the agreements herein contained, the parties hereto agree as follows:

The car numbers in Schedule A shall be changed from NORX 992 through NORX 1031, both inclusive to NORX 922 through NORX 1031, both inclusive; said Schedule A, is amended to be in the form attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be executed by their respective officers thereunto duly authorized as of the day and year first above written.

NORTHERN INDIANA PUBLIC SERVICE
COMPANY

(CORPORATE SEAL)

By Thomas R. Howard
Vice President Lessee

ATTEST:

Sarah S. Gell
Assistant Secretary

NO. 7 RAIL CAR LEASING COMPANY

(CORPORATE SEAL)

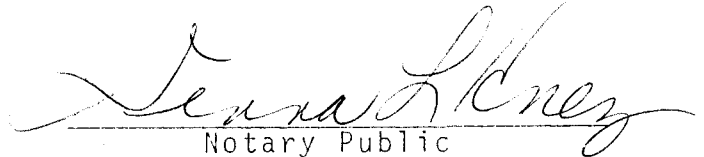
By Alvin
Vice President Lessor

ATTEST:

Alvin
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 14th day of March, 1979 before me personally appeared S. D. CHRISTIANSON, to me personally known, who being by me duly sworn, says that he is a Vice President of No. 7 Rail Car Leasing Company, that one of the seals affixed to the foregoing is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(SEAL)

My Commission Expires:

January 11, 1981

STATE OF INDIANA)
) SS
COUNTY OF LAKE)

On this 14th day of March, 1979, before me personally appeared Thomas R. Howard, to me personally known, who being by me duly sworn, says that he is a Vice President of Northern Indiana Public Service Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(SEAL)

My Commission Expires:

March 10, 1980

SCHEDULE A
(EQUIPMENT LEASE DATED AS OF SEPTEMBER 30, 1978)

DESCRIPTION OF ITEMS OF EQUIPMENT

MANUFACTURER:	Thrall Car Manufacturing Company
PLANT OF MANUFACTURER:	Chicago Heights, Illinois
DESCRIPTION OF EQUIPMENT:	110 Four Thousand Cubic Foot 100-Ton Capacity Unit Train Gondola Cars
SPECIFICATIONS:	GN-100-46-203
CAR NUMBERS:	NORX 922 through NORX 1031, both inclusive
APPROXIMATE LESSOR'S COST PER ITEM OF EQUIPMENT:	\$35,000
DELIVER TO:	Northern Indiana Public Service Company
PLACE OF DELIVERY:	Gary, Indiana
ESTIMATED DELIVERY DATE:	March, 1979
OUTSIDE DELIVERY DATE:	March 31, 1979
FIXED RENTAL PAYMENTS:	An amount per month equal to 0.82264% of the Lessor's Cost of each Item of Equipment

Southern Railway System

Law Department
P.O. Box 1808
Washington, D.C. 20013

JAMES L. TAPLEY
VICE PRESIDENT - LAW

920 15TH STREET, N.W.
TEL: (202) 628-4460

January 29, 1979
60569

9-029A012

RECORDATION NO. 10058 Filed 1425

JAN 29 1979

Date JAN 29 1979

Fee \$ 50.00

ICC Washington, D. C.

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:

I enclose eight original counterparts of the instrument described in paragraph (1) hereof for recordation pursuant to Section 11303 of Title 49, U.S. Code (formerly Section 20c of the Interstate Commerce Act) and return, together with two original counterparts thereof which are for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I wish to advise you as follows:

(1) The enclosed document is an Equipment Trust Agreement covering the purchase and lease of certain railroad equipment, more fully described below, between Morgan Guaranty Trust Company of New York, 30 West Broadway, New York, New York 10015, Trustee-Lessor, and Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013, Lessee, dated as of February 1, 1979, constituting Southern Railway Equipment Trust No. 1 of 1979.

(2) The equipment covered by this document is described as follows:

26 SD40-2 Diesel-Electric Locomotives, General Motors Corporation (Electro-Motive Division), LaGrange, Illinois 60525, Vendor, bearing Lessee's road numbers 3303 to 3328, inclusive, AAR designation C-C (common designation 0660).

10 B23-7 Diesel-Electric Locomotives, General Electric Company, Erie, Pennsylvania 16513, Vendor, bearing Lessee's road numbers 3980 - 3989, inclusive, AAR designation B-B (common designation 0440).

C. R. Tapley

150 100-ton 3600 cu. ft. capacity Open Top Hopper Cars, Greenville Steel Car Company, Greenville, Pennsylvania 16125, Vendor, bearing Lessee's road numbers 351464 to 351613, inclusive, AAR designation HT.

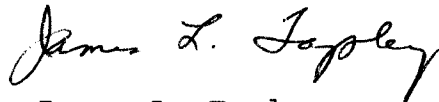
Each unit of the equipment will be marked in letters no less than 1/2 inch in height, as follows:

"OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTER-STATE COMMERCE COMMISSION UNDER SECTION 11303 OF TITLE 49, U.S. CODE."

- (3) After recordation, the original documents should be returned to David R. Willson, General Attorney, Law Department, Southern Railway Company, P. O. Box 1808, Washington, D. C. 20013.
- (4) The recordation fee of \$50 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



James L. Tapley

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/19/79

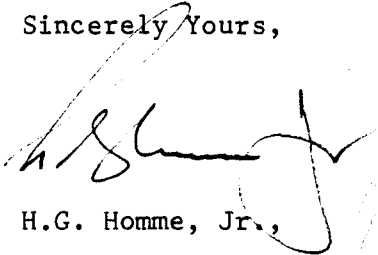
OFFICE OF THE SECRETARY

James L. Tapley
Southern Railway System
P.O.Box 1808
Washington, D.C. 20015

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 1/29/79 at 9:55am
and assigned recordation number(s) 10058

Sincerely Yours,


H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)